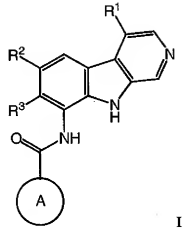
In the Claims:

1. (Previously Amended) A compound of formula I:



I

or a pharmaceutically acceptable salt thereof, wherein:

Ring A is a morpholinyl ring that is substituted by (i) $-C(R^9)_3$, –W-G, or –G, (ii) 0-4 R^{6b} and (iii) 0-1 oxo groups on a ring carbon;

each R^{6a} is independently selected from C_{1-6} aliphatic, halo, alkoxy, or amino;

each R^{6b} is independently selected from C_{1-3} aliphatic or $-N(R^7)_2$, and two R^{6b} on the same or an adjacent carbon optionally are taken together with the intervening carbon(s) to form a 5-6 membered ring having 1-2 ring heteroatoms selected from N, O or S;

W is $-Q-$, $-Q-C(O)-$, $-C(R^9)_2-C(R^9)(R^{12})-$, or $-C(R^9)_2-[C(R^9)(R^{12})]_2-$;

Q is $-C(R^9)_2-$ or $-C(R^9)_2C(R^9)_2-$;

G is –OH, $-NR^4R^5$, $-N(R^9)CONR^4R^5$, $-N(R^9)SO_2(C_{1-3}$ aliphatic), $-N(R^9)COCF_3$, $-N(R^9)CO(C_{1-6}$ aliphatic), $-N(R^9)CO$(heterocyclyl), $-N(R^9)CO$(heteroaryl), $-N(R^9)CO$(aryl), a 3-7 membered heterocyclyl ring, or a 5-6 membered heteroaryl, wherein each of the heteroaryl, aryl and heterocyclyl moieties of G is optionally substituted by 1-3 R^{10};

R^1 is hydrogen, halo, C_{1-3} aliphatic, amino, cyano, $(C_{1-3}$ alkyl$)_{1-2}$ amino, C_{1-3} alkoxy, $-CONH_2$, $-NHCOCF_3$, or $-CH_2NH_2$;

R^2 is hydrogen, halo, C_{1-3} aliphatic, $-CF_3$;

R^3 is hydrogen, halo, C_{1-6} aliphatic, C_{1-6} haloalkyl, C_{1-6} alkoxy, hydroxy, amino, cyano, or $(C_{1-6}$ alkyl$)_{1-2}$ amino;

R^4 is hydrogen, 3-7 membered heterocyclyl, or C_{1-6} aliphatic;

R^5 is hydrogen, C_{1-6} aliphatic group or a 3-7 membered heterocyclic ring having 1-2 ring heteroatoms selected from N, O, or S, wherein R^5 is optionally substituted by halo, $-OR^7$, –CN, $-SR^8$,

$-S(O)_2R^8$, $-S(O)_2N(R^7)_2$, $-C(O)R^7$, $-CO_2R^7$, $-N(R^7)_2$, $-C(O)N(R^7)_2$, $-N(R^7)C(O)R^7$, $-N(R^7)CO_2R^8$, or $-N(R^7)C(O)N(R^7)_2$;

each R^7 is independently selected from hydrogen or C_{1-4} aliphatic, or two R^7 on the same nitrogen atom are taken together with the nitrogen to form a 5-6 membered heteroaryl or heterocyclyl ring;

each R^8 is independently selected from C_{1-4} aliphatic;

each R^9 is independently selected from hydrogen or C_{1-3} aliphatic;

each R^{10} is independently selected from oxo, $-R^{11}$, $-T-R^{11}$, or $-V-T-R^{11}$;

each R^{11} is independently selected from C_{1-6} aliphatic, halo, $-S(O)_2N(R^7)_2$, $-OR^7$, -CN, $-SR^8$, $-S(O)_2R^8$, $-C(O)R^7$, $-CO_2R^7$, $-N(R^7)_2$, $-C(O)N(R^7)_2$, $-N(R^7)C(O)R^7$, $-N(R^7)CO_2R^7$, or $-N(R^7)C(O)N(R^7)_2$;

T is a straight or branched C_{1-4} alkylene chain;

V is –O-, $-N(R^7)-$, -S-, -S(O)-, $-S(O)_2-$, -C(O)-, or $-CO_2-$; and

R^{12} is hydrogen, C_{1-6}aliphatic, substituted or unsubstituted phenyl, substituted or unsubstituted benzyl.

Claims 2-8. (Previously canceled)

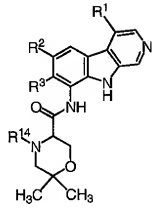
9. (Previously Amended) The compound of claim 1 where the –W-G or $-C(R^9)_3$ substituent on Ring A is ortho to the position where the beta-carboline portion is attached.

Claims 10-16. (Previously canceled)

17. (Original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

18-27. (Previously canceled)

28. (Original) A compound of formula IV:



IV

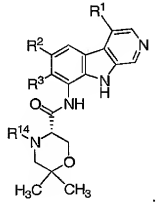
where R^{14} is an amino protecting group or hydrogen;

R^1 is hydrogen, halo, C_{1-3} aliphatic, amino, cyano, $(C_{1-3}$ alkyl$)_{1-2}$ amino, C_{1-3} alkoxy, $-CONH_2$, $-NHCOCF_3$, or $-CH_2NH_2$;

R^2 is hydrogen, halo, C_{1-3} aliphatic, $-CF_3$; and

R^3 is hydrogen, halo, C_{1-6} aliphatic, C_{1-6} haloalkyl, C_{1-6} alkoxy, hydroxy, amino, cyano, or $(C_{1-6}$ alkyl$)_{1-2}$ amino.

29. (Previously amended) The compound of claim 28, wherein the compound is represented by formula (*S*)-IV:



30-34. (Previously canceled).